

CERTIFICATE OF RESOLUTIONS

The undersigned, in the capacities noted by their signatures below, do hereby certify that: (a) they are the duly elected, qualified directors and General Managers of Gas-Mart USA, Inc. ("Gas-Mart"), Aving-Rice, LLC ("Aving-Rice"), Fran Transport & Oil Company ("Fran"), G&G Enterprises, LLC ("G&G") (jointly and severally, the "Companies"); (b) the following resolutions were duly adopted by unanimous consent by the Board of Directors of Gas-Mart and Fran, and the General Managers of Aving-Rice and G&G, as of June 29, 2015, in accordance with the requirements of applicable law; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

Background

WHEREAS, Gas-Mart is a Missouri corporation;

WHEREAS, Aving-Rice is an Illinois limited liability company;

WHEREAS Fran is a Kansas corporation;

WHEREAS G&G is a Kansas limited liability company;

WHEREAS the sole directors of Gas-Mart and Fran are David George and Michael George;

WHEREAS the sole General Manager of Aving-Rice and G&G is David George;

WHEREAS David George and Michael George collectively own or control more than a twenty percent (20%) ownership interest in each of the Companies;

WHEREAS the Companies operate as an integrated enterprise with approximately 49 gas stations in five states, and a related ATM and fuel-hauling business;

WHEREAS, David George and Michael George, in the above capacities and the exercise of their business judgment, with the advice and assistance of John Tittle, Jr., Chief Executive Officer of the Companies and outside counsel, have evaluated the Companies' alternatives in connection with a possible restructuring and, based upon the information available at this time, have determined that it is in the best interests of the Companies, and their stakeholders to (a) file voluntary petitions ("Petitions") for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") before the United States Bankruptcy Court for the Western District of Missouri ("Bankruptcy Court"), and (b) enter into and pursue approval of the that certain Debtor in Possession Loan (the "DIP Facility") with UMB Bank, N.A. or other debtor in possession financing with similar or better economic terms, and to enter into such agreements, documents and instruments deemed necessary, appropriate or advisable to consummate the

transactions required to secure the DIP Facility (collectively, the "DIP Loan Documents"); and (c) undertake the other actions approved by these Resolutions;

Resolutions

NOW, THEREFORE, BE IT:

RESOLVED, that the Board of Directors of Gas-Mart and Fran, and the General Manager of Aving-Rice and G&G, have declared, and hereby do declare, that it is in the best interests of the Companies and their stakeholders that the Companies file the Petitions under the Bankruptcy Code in the Bankruptcy Court;

RESOLVED, that the Board of Directors of Gas-Mart and Fran, and the General Manager of Aving-Rice and G&G, have declared, and hereby do declare, that it is in the best interests of the Companies and their stakeholders that the Companies enter into and pursue approval of DIP Facility or other debtor in possession financing with similar or better economic terms, and to enter into the DIP Loan Documents;

RESOLVED, that the Companies shall be, and it hereby are, authorized to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effectuate the purpose and intent of the foregoing;

RESOLVED, that the proper officers of the Companies be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of each Company, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such officer, in such person's discretion, deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or appropriate in connection therewith and to administer the Companies' bankruptcy cases in such form or forms as any such officer may deem necessary or advisable and in order to effectuate the purpose and intent of the foregoing resolutions; (d) to appear (and to designate and cause other officers to appear) in all bankruptcy proceedings on behalf of the Companies; and (e) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers as any such officer, in such person's discretion, deems necessary, desirable or appropriate to accomplish the purposes of these resolutions;

RESOLVED that the authority of the proper Officers of each Company to act under these resolutions shall be conclusively evidenced by their so acting; and that any and all such actions heretofore taken on behalf of each Company in such respects

contemplated thereby are hereby ratified, approved and confirmed as the act and deed of each Company;

RESOLVED, that the engagement by each Company of (a) Stinson Leonard Street LLP, and (b) Polsinelli, PC, on the terms specified in their Applications is hereby ratified, adopted and approved in all respects; and

RESOLVED, that any proper officer of each Company hereby is hereby authorized and directed to certify and/or attest these resolutions, certificate of incumbency and such other documents or instruments that such officer may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on each Company.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first indicated above.

Gas-Mart USA, Inc. by its duly constituted Board of Directors:




David George



Michael George

Fran Transport & Oil Company by its duly constituted Board of Directors:



David George



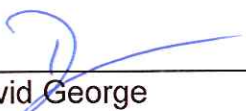
Michael George

Aving-Rice, LLC by its General Manager:



David George

G&G Enterprises, LLC by its General Manager:



David George